

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TRISTAR INVESTORS, INC.,	§	
	§	
Plaintiff,	§	
	§	
v.	§	
	§	
AMERICAN TOWER CORPORATION, et al.,	§	
	§	
	§	
Defendants.	§	
		CIVIL ACTION NO. 3:12-CV-499-M
	§	
AMERICAN TOWER, LLC, et al.,	§	
	§	
Counter-Plaintiffs,	§	
	§	
v.	§	
	§	
TRISTAR INVESTORS, INC., et al.,	§	
	§	
Counter-Defendants.	§	
		§

STIPULATED EXCEPTIONS TO FIRST AMENDED PROTECTIVE ORDER

Pursuant to paragraph 9 of the First Amended Protective Order [Doc. 49], Plaintiff, Defendants, Counter-Plaintiffs, and Counter-Defendants have agreed to stipulate to the following exceptions to the First Amended Protective Order:

1. The following individuals may review information designated as Highly Confidential, provided that they do so only in the presence of an attorney from their outside law firms of Vinson & Elkins, LLP for TriStar or Alston & Bird, LLP, Thompson Coburn, LLP, or Fishkin Lucks LLP for American Tower: For TriStar, David Ivy, Ed Wallander, Robert Giles, Matt Newton, Dale Gilardi, Michael Mackey, Jerry Vogl, and members of the Board of Directors (excluding representatives from Crown Castle and SBA Communications, who only have observation rights). For American Tower, Jim Taiclet, Greg Crosby, Steve Marshall, Jacky Wu, Bud Noel, Rod Smith, Jason Hirsch, and members of the Board of Directors. None of these individuals are permitted to retain copies of Highly Confidential information, whether paper or electronic, or to take notes

regarding any Highly Confidential information. Further, each of these individuals agrees to be bound by the terms of the Protective Order and may not disclose any Confidential or Highly Confidential information to persons who are not permitted to review such information. This is an exception to paragraph 6(a) of the First Amended Protective Order that applies only to documents produced by the parties to this action. Highly Confidential information produced by non-parties remains protected in accordance with paragraph 6(a).

2. Confidential information produced by any party to this lawsuit may be disclosed to members of the receiving party's Board of Directors (excluding representatives from Crown Castle and SBA Communications, who have observation rights on TriStar's Board of Directors) to the same extent that any such information is permitted to be disclosed to the persons listed in paragraph 3(d) of the First Amended Protective Order.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on August 23, 2013, I served a true and accurate copy of the foregoing document on all counsel of record via filing of the same with the Court's CM/ECF system.

/s/ Tyler J. Bexley